

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW HAMPSHIRE**

In re

TEMPNOLOGY, LLC

Debtor.

Bk. No. 15-11400 (BAH)

Chapter 11

DEBTOR'S NOTICE OF SUCCESSFUL BIDDER

Tempnology, LLC (the "Debtor"), as a debtor and debtor-in-possession, respectfully states as follows:

1. In accordance with the Court's *Order (I)(A) Approving Procedures In Connection With Sale Of Substantially All Of Debtor's Assets, (B) Approving Stalking Horse Protections, (C) Scheduling Related Auction And Hearing To Consider Approval Of Sale, (D) Approving Procedures Related To Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (E) Approving Form And Manner Of Notice Thereof, And (II)(A) Authorizing Sale Of Substantially All Of Debtor's Assets Pursuant To Successful Bidder's Asset Purchase Agreement, Free And Clear Of Liens, Claims, Encumbrances, And Other Interests, And (B) Approving Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Related Thereto* (the "Bid Procedures Order")¹ on November 5, 2015, the Debtor held an auction (the "Auction") for substantially all of the Debtor's assets.

2. At the Auction, the Debtor in consultation with its professionals, determined that the Stalking Horse Bidder submitted the highest and best bid valued at \$2,700,000.00 which

1 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

consists of: (i) the previously allowed credit bid of \$750,000 of post-petition secured debt; (ii) a credit bid of \$443,000 of its pre-petition secured debt; (iii) the addition of the following as Assumed Liabilities under the APA: (a) prepetition general unsecured debt at the amount scheduled by the Debtor in the aggregate amount of approximately \$657,000 excluding prepetition debt scheduled as disputed and any rejection damage claim and (b) the assumption of postpetition trade accounts payable of approximately \$50,000 (excluding rejection damages claims or alleged litigation claims); (iv) the removal of the following from the Acquired Assets under the APA: (a) inventory valued at \$120,000 (book value of \$1,200,000 with a liquidation value of 10%); (b) accounts receivable valued at \$80,000 (book value of \$100,000 discounted by 20%); and (c) cash or cash equivalents valued at approximately \$600,000.

3. At the conclusion of the Auction, Mission Product Holdings, Inc. elected to not serve as the Back-Up Bidder.

Respectfully submitted,
TEMPNOLOGY, LLC
By its attorneys,

NIXON PEABODY LLP

Date: November 6, 2015

/s/ Daniel W. Sklar
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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing *Debtor's Notice Of Successful Bidder* was served on this 6th day of November, 2015, via CM/ECF, e-mail, or Regular U.S. Mail on the following parties as indicated below.

VIA CM/ECF:

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Nova-tex – Creditor
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Legacy Supply Chain Services - Creditor
c/o Griffin Transport Services, Inc.
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Hohenstein - Creditor
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Prime Pacific Connections, LLC – Creditor
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Employee #4 – Creditor
[Address Redacted]

Employee #7 – Creditor
[Address Redacted]

Employee #8 – Creditor
[Address Redacted]

Employee #9 – Creditor
[Address Redacted]

/s/ Daniel W. Sklar